

ServiceNow, Inc.
Form 4
February 27, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
JMI Equity Fund IV Trust

(Last) (First) (Middle)

100 INTERNATIONAL
DRIVE, SUITE 19100

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ServiceNow, Inc. [NOW]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/25/2013		J	Amount 4,977,001 (1) (2)	(A) or (D) Price D \$ 0	16,868,886 (3)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JMI Equity Fund IV Trust 100 INTERNATIONAL DRIVE SUITE 19100 BALTIMORE, MD 21202		X		
JMI Associates IV Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202		X		
JMI Equity Fund IV (AI) Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202		X		
JMI Associates IV (AI) Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202		X		
JMI Euro Equity Fund IV Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE 21202		X		
JMI Associates Euro IV Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202		X		
JMI Equity Fund V Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202		X		
JMI Associates V Trust 100 INTERNATIONAL DRIVE, SUITE 19100 BALTIMORE, MD 21202		X		
		X		

JMI Equity Fund V (AI) Trust
100 INTERNATIONAL DRIVE, SUITE 19100
BALTIMORE, MD 21202

JMI Associates V (AI) Trust
100 INTERNATIONAL DRIVE, SUITE 19100
BALTIMORE, MD 21202

X

Signatures

/s/Harry S. Gruner, as Trustee, JMI Equity Fund IV Trust	02/27/2013
__Signature of Reporting Person	Date
/s/Harry S. Gruner, as Trustee, JMI Associates IV Trust	02/27/2013
__Signature of Reporting Person	Date
/s/Harry S. Gruner, as Trustee, JMI Equity Fund IV (AI) Trust	02/27/2013
__Signature of Reporting Person	Date
/s/Harry S. Gruner, as Trustee, JMI Associates IV (AI) Trust	02/27/2013
__Signature of Reporting Person	Date
/s/Harry S. Gruner, as Trustee, JMI Euro Equity Fund IV Trust	02/27/2013
__Signature of Reporting Person	Date
/s/Harry S. Gruner, as Trustee, JMI Associates Euro IV Trust	02/27/2013
__Signature of Reporting Person	Date
/s/Harry S. Gruner, as Trustee, JMI Equity Fund V Trust	02/27/2013
__Signature of Reporting Person	Date
/s/Harry S. Gruner, as Trustee, JMI Associates V Trust	02/27/2013
__Signature of Reporting Person	Date
/s/Harry S. Gruner, as Trustee, JMI Equity Fund V (AI) Trust	02/27/2013
__Signature of Reporting Person	Date
/s/Harry S. Gruner, as Trustee, JMI Associates V (AI) Trust	02/27/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents (i) 738,711 shares of the Issuer's common stock ("Common Stock") distributed by JMI Equity Fund IV Trust ("Fund IV Trust") and 184,677 shares of Common Stock distributed by JMI Associates IV Trust ("GP IV Trust") to the beneficiaries of Fund IV Trust and GP IV Trust, respectively, on February 25, 2013, (ii) 58,498 shares of Common Stock distributed by JMI Equity Fund IV (AI) Trust ("Fund IV (AI) Trust") and 14,624 shares of Common Stock distributed by JMI Associates IV (AI) Trust ("GP IV (AI) Trust") to the beneficiaries of Fund IV (AI) Trust and GP IV (AI) Trust, respectively, on February 25, 2013, (iii) 235,880 shares of Common Stock distributed by JMI Euro Equity Fund IV Trust ("Euro Fund Trust") and 58,970 shares of Common Stock distributed by JMI Associates

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Euro IV Trust ("Euro GP Trust") to the beneficiaries of Euro Fund Trust and Euro GP Trust, respectively, on February 25, 2013,
(Continued on Footnote 2)

- (2) (iv) 2,787,088 shares of Common Stock distributed by JMI Equity Fund V Trust ("Fund V Trust") and 696,772 shares of Common Stock distributed by JMI Associates V Trust ("GP V Trust") to the beneficiaries of Fund V Trust and GP V Trust, respectively, on February 25, 2013, and (v) 161,425 shares of Common Stock distributed by JMI Equity Fund V (AI) Trust ("Fund V (AI) Trust") and 40,356 shares of Common Stock distributed by JMI Associates V (AI) Trust ("GP V (AI) Trust") to the beneficiaries of Fund V (AI) Trust and GP V (AI) Trust, respectively, on February 25, 2013. Each such distribution described herein (collectively, the "Distributions") was made for no consideration, and was made simultaneously with each of the other distributions described in this footnote.

- (3) Immediately following the Distributions, (i) Fund IV Trust owns an aggregate of 2,503,758 shares of Common Stock and GP IV Trust owns an aggregate of 625,940 shares of Common Stock, (ii) Fund IV (AI) Trust owns an aggregate of 198,271 shares of Common Stock and GP IV (AI) Trust owns an aggregate of 49,568 shares of Common Stock, (iii) Euro Fund Trust owns an aggregate of 799,486 shares of Common Stock and Euro GP Trust owns an aggregate of 199,872 shares of Common Stock, (iv) Fund V Trust owns an aggregate of 9,446,463 shares of Common Stock and GP V Trust owns an aggregate of 2,361,616 shares of Common Stock, and (v) Fund V (AI) Trust owns an aggregate of 547,129 shares of Common Stock and GP V (AI) Trust owns an aggregate of 136,783 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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